

EASTMAN KODAK CO  
Form 4  
September 05, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sheller Patrick M  
  
(Last) (First) (Middle)  
  
EASTMAN KODAK  
COMPANY, 343 STATE STREET  
  
(Street)  
  
ROCHESTER, NY 14650  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EASTMAN KODAK CO [KODK]  
  
3. Date of Earliest Transaction  
(Month/Day/Year)  
09/03/2014  
  
4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President  
  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$.01   | 09/03/2014                           |  | M                              | 7,077   | A \$ 0 <sup>(1)</sup>   | 7,290  | D                                 |
| Common Stock, par value \$.01   | 09/03/2014                           |  | F                              | 2,628 <sup>(2)</sup>  | D \$ 23.78  | 4,662  | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)              | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                                  | \$ 0 <sup>(1)</sup>                                    | 09/03/2014                           |  | M                              | 7,077   | <sup>(3)</sup> 09/03/2016                                | Common Stock, par value \$.01                               |
| Restricted Stock Units                                  | \$ 0 <sup>(4)</sup>                                    | 09/03/2014                           |  | A                              | 12,717 <sup>(4)</sup>   | <sup>(4)</sup> 09/03/2017                                | Common Stock, par value \$.01                               |
| Stock Option (Right to Buy)                             | \$ 23.78   | 09/03/2014                           |  | A                              | 0 <sup>(5)</sup>  | <sup>(5)</sup> 09/02/2021                                | Common Stock, par value \$.01                               |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$ 14.93   |                                      |  |                                |   | 09/03/2013 09/03/2018                                    | Common Stock, par value \$.01                               |
| 135% Warrants to purchase Common Stock, par value \$.01 | \$ 16.12   |                                      |  |                                |   | 09/03/2013 09/03/2018                                    | Common Stock, par value \$.01                               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Sheller Patrick M<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | Senior Vice President |       |

## Signatures

/s/ Patrick M.  
Sheller

09/05/2014

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) These restricted stock units convert into common stock on a one-for-one basis.
- (2) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- (3) These restricted stock units vest one-third on each of the first three anniversaries of the 9/3/13 grant date.

These restricted stock units, which convert into common stock on a one-to-one basis, were granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest one-third on each of the first three anniversaries of the grant date, subject to Mr. Sheller's continuous employment with the Company.

- (4) Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-third on each of the first three anniversaries of the grant date, subject to Mr. Sheller's continuous employment with the Company. The number of shares underlying the option cannot be determined at this time, but will be based on \$302,400 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Sheller will file an amendment to this report.
- (5) This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-third on each of the first three anniversaries of the grant date, subject to Mr. Sheller's continuous employment with the Company. The number of shares underlying the option cannot be determined at this time, but will be based on \$302,400 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Sheller will file an amendment to this report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.